

Southern Railway System

Law Department

P.O. Box 1808

Washington, D.C. 20013

(202) 383-4000

RECORDATION NO. *6708-B* Filed 1428

NOV 26 1980 - 1 25 PM

INTERSTATE COMMERCE COMMISSION November 26, 1980

My Direct Line Is: 4415

0-331A060
No.

Date *NOV 26 1980*

Fee *10.00*

ICC Washington, D. C.

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mrs. Mergenovich:

I enclose for recordation one original and one executed counterpart of the instrument described in paragraph (1) below. In accordance with 49 C.F.R. Part 1116, I advise you as follows:

(1) The enclosed document is the Release and Discharge, dated as of November 7, 1980, between Central of Georgia Railroad Company (successor by merger to the Central of Georgia Railway Company) at P. O. Box 1808, Washington, D. C. 20013, and The Citizens and Southern National Bank, 99 Annex, Atlanta, Georgia 30399, of the General Mortgage ("Mortgage"), dated as of January 1, 1948, from Central of Georgia Railway Company to The Citizens and Southern National Bank, as supplemented by a Supplemental Indenture, dated as of June 6, 1972 to be effective as of June 1, 1971.

(2) Included in the property covered by the Release and Discharge are railroad cars, locomotives and other rolling stock used or intended for use in connection with interstate commerce, or interests therein, owned by the Central of Georgia Railway Company at the date of the Mortgage or thereafter acquired by it or its Successors as owners of the lines of railway covered by the Mortgage.

(3) The Release and Discharge was executed after payment of the principal of, and interest on, all the Bonds issued pursuant to the Mortgage, and after the observance of all the covenants of the Mortgage, as supplemented.

(4) The Mortgage and the Supplemental Indenture were recorded in your office on August 25, 1972, at 10:05 A.M., and were assigned Recordation Nos. 6708 and 6708-A, respectively.

Handwritten signature: C. Dudley Paul

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BRANCH

(5) After recordation, the original document should be returned to Joseph C. Dimino, Esq., Southern Railway System, Post Office Box 1808, Washington, D. C. 20013.

(6) The recordation fee of \$10.00 is enclosed.

Yours very truly,

K.A. Stoecker
Karl A. Stoecker *KS*

Enclosure

RELEASE & DISCHARGE

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KNOW ALL MEN BY THESE PRESENTS

INTERSTATE COMMERCE COMMISSION

THAT

WHEREAS, Central of Georgia Railway Company, hereinafter called the "Railway", a corporation organized and existing under and by virtue of the laws of the State of Georgia, and The Citizens and Southern National Bank, hereinafter called the "Trustee", a corporation organized and existing under the laws of the United States of America, executed and delivered a General Mortgage dated January 1, 1948, and supplemented as of June 6, 1972 to be effective as of June 1, 1971, hereinafter, as supplemented, called the "General Mortgage"; and

WHEREAS, the General Mortgage authorized the issuance of not more than \$1.736 million aggregate principal amount of Railway's General Mortgage 4-1/2% Income Bonds, Series A, due January 1, 2020, the "Series A Bonds", and an unlimited aggregate principal amount of Railway's General Mortgage 4-1/2% Income Bonds, Series B, due January 1, 2020, the "Series B Bonds", sometimes collectively referred to as the "Bonds", both issuable as fully registered bonds without coupons; and

WHEREAS, \$1.736 million aggregate principal amount of Railway's Series A Bonds and \$12.5424 million of Railway's Series B Bonds were actually issued; and

WHEREAS, the Railway consolidated with Wrightsville and Tennille Railroad Company, Georgia & Florida Railway Company and Savannah & Atlanta Railway Company into a new company known as Central of Georgia Railroad Company (Successor Railway), said consolidation having been authorized by the Interstate Commerce Commission in Finance Docket No. 25979 and related dockets decided January 29, 1971, and April 23, 1971, and said new corporation's Articles of Incorporation having been certified by the Secretary of State of Georgia to become effective on the 1st day of June, 1971; and

WHEREAS, Successor Railway has well and truly paid, or caused to be paid, as of June, 1964 through the operation of a sinking fund, the whole amount of the principal moneys and interest due upon all of the Series A Bonds then outstanding, and has paid, or caused to be paid as of April 1, 1980, the whole amount of the principal moneys and interest due upon all of the Series B Bonds then outstanding, and has also paid all other sums payable under the General Mortgage

by the Successor Railway, and has well and truly kept and performed all the things required to be kept and performed by it according to the true intent and meaning of the General Mortgage; and Successor Railway has thereby paid and discharged all of its obligations under the General Mortgage; and

WHEREAS, Successor Railway has demanded that the Trustee discharge the General Mortgage and has demanded that the Trustee deliver for filing instruments of satisfaction with respect to the General Mortgage;

NOW THEREFORE, in consideration of the premises and the sum of One Dollar to it paid, receipt of which is hereby acknowledged, the Trustee does hereby release and quitclaim forever unto Successor Railway, its successors and assigns, all and every estate, property, right, title, interest, and demand which the Trustee may have under the General Mortgage to the property described in the General Mortgage and agrees that the estate, rights, title, and interest granted by the General Mortgage to the Trustee have ceased, determined, and become null and void; the Trustee further agrees that the General Mortgage and all liens created thereby may be cancelled, discharged, satisfied, and released of record, and hereby does so discharge the General Mortgage from record, authorizing any recording officer in whose office the General Mortgage shall have been recorded to cancel the General Mortgage upon the records in his office.

The Trustee hereby acknowledges the satisfaction and discharge of the General Mortgage, and agrees that the General Mortgage has ceased to be of further effect.

This Release & Discharge, including the foregoing cancellation, discharge, satisfaction and reconveyance, is made and accepted without representation, warranty or covenant of any kind, either expressed or implied, in law or in equity, of the undersigned, and notwithstanding the satisfaction of the General Mortgage, the Successor Railway will indemnify the Trustee and hold it harmless against any and all expense or liability, incurred without negligence or bad faith, ascertained or incurred by the Trustee after the satisfaction of the General Mortgage arising out of or based upon any matter connected with the trust created by said General Mortgage.

This instrument is executed in a number of counterparts for the convenience of recording, each part so executed being an original, and the counterparts together constitute the same instrument which shall be sufficiently evidenced by an original counterpart.

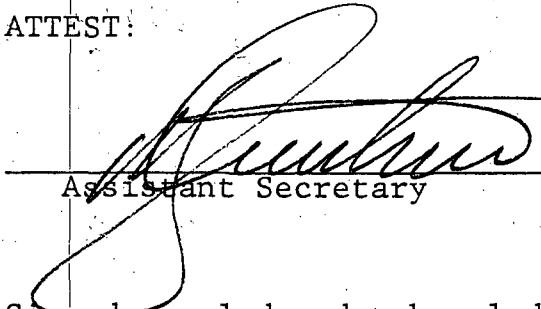
IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed in its corporate name, and its corporate seal to be affixed and attested by officers duly authorized as of this 7th day of November, 1980.

THE CITIZENS AND SOUTHERN NATIONAL
BANK, as Trustee

[Corporate Seal]

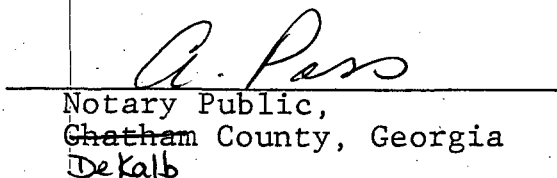
By 
Vice President

ATTEST:


Assistant Secretary

Signed, sealed and acknowledged
in the presence of:


Attesting Witness


Notary Public,
Chatham County, Georgia
De Kalb

This instrument was prepared by:
Joseph C. Dimino, Esq.
P. O. Box 1808

STATE OF GEORGIA)
) ss.:
COUNTY OF CHATHAM)

I, A. Poss a Notary Public in and
for the State and County aforesaid, do hereby certify that
JOE D. DEADWYLER, whose name as Vice President of
THE CITIZENS AND SOUTHERN NATIONAL BANK, and ANTHONY A. GUTHRIE
, whose name as Assistant Secretary of The Citizens
and Southern National Bank, a corporation, are each signed
to the foregoing instrument, and each of whom is known to
me, acknowledged before me on this day, being informed of the
contents of the foregoing instrument, that, as such Officers
and with full authority, they executed the same voluntarily
for and as the act of said Corporation, and that the seal
affixed to said instrument is the corporate seal of said
corporation and was affixed by authority of its Board of
Directors.

Witness my hand and seal this 7th day of November, 1980.

A. Poss DeKalb
Notary Public, Chatham County,
Georgia.

(Notarial Seal)